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December 23, 2009

RECORDATION NO. 28118 FILED
DEC 23 '09 -10 30 AM
SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Contract C-8039

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

Lessee: Omya, Incorporated
39 Main Street
Proctor, VT 05765

Section Chief
December 23, 2009
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A description of the railroad equipment covered by the enclosed document is:

51 railcars within the series ACFX 051733 - ACFX 051876 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

ACF Industries, Incorporated (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Contract C-8039**, dated as of **8/21/03** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **ACFX**.

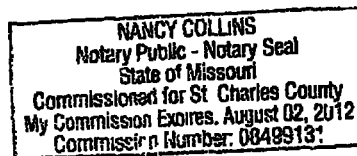
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-8039 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
51	Hopper	ACFX	051733
	Hopper	ACFX	051734
	Hopper	ACFX	051736
	Hopper	ACFX	051746
	Hopper	ACFX	051747
	Hopper	ACFX	051750
	Hopper	ACFX	051752
	Hopper	ACFX	051753
	Hopper	ACFX	051756
	Hopper	ACFX	051757
	Hopper	ACFX	051768
	Hopper	ACFX	051769
	Hopper	ACFX	051770
	Hopper	ACFX	051775
	Hopper	ACFX	051776
	Hopper	ACFX	051778
	Hopper	ACFX	051779
	Hopper	ACFX	051780
	Hopper	ACFX	051821
	Hopper	ACFX	051823
	Hopper	ACFX	051824
	Hopper	ACFX	051825
	Hopper	ACFX	051826
	Hopper	ACFX	051827
	Hopper	ACFX	051828
	Hopper	ACFX	051829
	Hopper	ACFX	051830
	Hopper	ACFX	051831
	Hopper	ACFX	051833
	Hopper	ACFX	051834
	Hopper	ACFX	051835
	Hopper	ACFX	051837
	Hopper	ACFX	051838

Schedule A

Equipment

Omya, Inc.

Contract C-8039 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
51	Hopper	ACFX	051839
	Hopper	ACFX	051841
	Hopper	ACFX	051842
	Hopper	ACFX	051852
	Hopper	ACFX	051854
	Hopper	ACFX	051855
	Hopper	ACFX	051856
	Hopper	ACFX	051859
	Hopper	ACFX	051860
	Hopper	ACFX	051863
	Hopper	ACFX	051864
	Hopper	ACFX	051865
	Hopper	ACFX	051866
	Hopper	ACFX	051867
	Hopper	ACFX	051868
	Hopper	ACFX	051870
	Hopper	ACFX	051875
	Hopper	ACFX	051876

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/23/09



Robert W Alvord